

SPECIAL POWER

ESCANEAR

We hereby certify through the present instrument that the Company **BERLITZ INTERNATIONAL, INC.** established, organized, and in legal existence in the United States of America, grants in favor of Mr. Santiago Augusto Torres Espin, with document No. 1707101513 and residence in the city of Quito, Republic of Ecuador, Special Power sufficient as required by Law to, in name and representation of the BERLITZ INTERNATIONAL, INC. company:

1 Act as Attorney of BERLITZ INTERNATIONAL, INC. in the Republic of Ecuador, according to provisions in Article 6 of the Corporate Law in effect in the Republic of Ecuador, modified by the Reform Law of Corporate Law published in the Official Record No. 591, on May 15th of 2009.

2 Challenge claims planted against BERLITZ INTERNATIONAL, INC. and comply with respective obligations.

3 Represent BERLITZ INTERNATIONAL, INC. in the general board meetings of shareholders of Ecuadorian companies in which BERLITZ INTERNATIONAL, INC. is a shareholder, vote in the same and exercise the rights that correspond to shareholders in said board meetings.

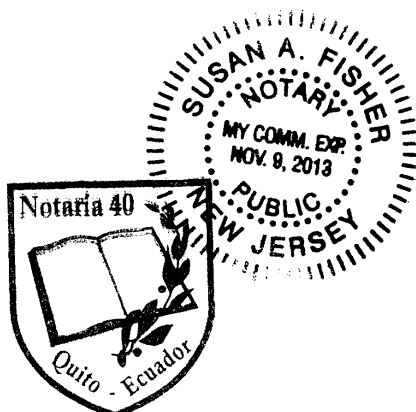
4 Annually circulate the list of BERLITZ INTERNATIONAL, INC. shareholders which must be presented in the Republic of Ecuador, according to the Corporate Law in effect in the country.

Given in Princeton, New Jersey, USA, on the 17th day of the month of May of 2010.

BERLITZ INTERNATIONAL, INC.



Paul H. Weinstein, Vice President,
General Counsel and Secretary



Dr. Oswaldo Mejia Espinosa

RAZON: De conformidad con el numeral cinco del Artículo dieciocho de la Ley Notarial doy fe que las COPIAS FOTOSTATICAS que anteceden SELLADAS Y FIRMADAS por mí, es reproducción exacta del ORIGINAL que he tenido a la vista
Quito. 22 Feb. 2010

DR. OSWALDO MEJIA ESPINOSA
NOTARIO PUBLICO MEDIANTE DEL CANTON MITA

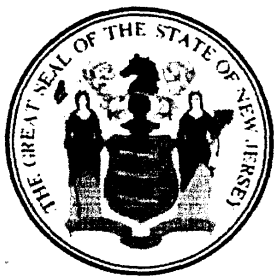
APOSTILLE

(CONVENTION DE LA HAYE DU 5 OCTOBRE 1961)

1. COUNTRY: UNITED STATES OF AMERICA
2. THIS PUBLIC DOCUMENT HAS BEEN SIGNED BY:
SUSAN A FISHER
3. ACTING IN THE CAPACITY OF:
NOTARY PUBLIC OF NEW JERSEY
4. BEARS THE SEAL/STAMP OF:
SUSAN A FISHER, NOTARY

CERTIFIED

5. AT TRENTON, NEW JERSEY
6. THE 25TH DAY OF MAY 2010
7. BY: Andrew P Sidamon-Eristoff
State Treasurer
8. NO: A394767
9. SEAL/STAMP:
10. SIGNATURE



Certificate Number: 117228793

Verify this certificate at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp



Dr. Oswaldo Mejía Espinoza